

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

BLOCKCHAIN MINING SUPPLY AND
SERVICES LTD.,

Plaintiff,

–against–

SUPER CRYPTO MINING, INC. n/k/a
DIGITAL FARMS, INC., and DPW
HOLDINGS, INC. n/k/a AULT GLOBAL
HOLDINGS, INC.,

Defendants.

Civil Action No. 1:18-cv-11099-ALC

**DECLARATION OF DASHA CHESTUKHIN IN SUPPORT OF
PLAINTIFF'S OPPOSITION TO DEFENDANTS' MOTION TO DISMISS THE FIRST
AMENDED COMPLAINT PURSUANT TO FRCP 12(b)(2) AND 12(b)(6)**

DASHA CHESTUKHIN, pursuant to 28 U.S.C. § 1746, declares:

1. I am an attorney with the firm of Cowan, Liebowitz & Latman, P.C., attorneys for Plaintiff Blockchain Mining Supply and Services Ltd. (“Plaintiff”). I submit this declaration in support of Plaintiff’s opposition to Super Crypto Mining, Inc. n/k/a Digital Farms, Inc.’s (“SCM”) and DPW Holdings, Inc. n/k/a Ault Global Holdings, Inc.’s (“DPW” and, together with SCM, “Defendants”) Motion to Dismiss the First Amended Complaint (“FAC”).

2. Attached hereto as **Exhibit A** is a true and correct copy of Exhibit 10.1 to the Form 8-K filed by Defendant DPW Holdings, Inc., on or about March 9, 2018, with the U.S. Securities and Exchange Commission, which contains the Asset Purchase Agreement at issue in this action.

3. Attached hereto as **Exhibit B** are true and correct copies of various corporate records of SCM, produced by Defendants at Bates numbers DEFENDANTS_000003-44. Due to Defendants' designation of these documents as CONFIDENTIAL, this exhibit is being filed under seal.¹

4. Attached hereto as **Exhibit C** is a true and correct copy of the Form 10-K filed by DPW for the fiscal year ending December 31, 2019.

5. Attached hereto as **Exhibit D** are true and correct copies of SCM's balance sheets for the years 2018 and 2019, produced by Defendants at Bates numbers DEFENDANTS_000001-02. Due to Defendants' designation of these documents as CONFIDENTIAL, this exhibit is being filed under seal.

6. Attached hereto as **Exhibit E** are true and correct copies of SCM's bank account statements, produced by Defendants at Bates numbers DEFENDANTS_000045-54, 197-98. Due to Defendants' designation of these documents as CONFIDENTIAL, this exhibit is being filed under seal.

7. Attached hereto as **Exhibit F** is a true and correct copy of the Form 10-K filed by DPW (under its new name, Ault Global Holdings, Inc.) for the fiscal year ending December 31, 2020.

8. Attached hereto as **Exhibit G** are true and correct copies of certain email communications sent by Darren Magot ("Magot"), the nominal CEO of SCM, to Milton C. "Todd" Ault III ("Ault"), the Chairman and CEO of DPW, and others on April 19, May 4, May 18, and June 18, 2018, produced by Defendants at Bates numbers DEFENDANTS_002191,

¹ Plaintiff is filing concurrently herewith a letter motion seeking the Court's permission to file all confidential exhibits under seal.

2487, 2696-97, 2935-36, 2938-39. Due to Defendants' designation of these documents as CONFIDENTIAL, this exhibit is being filed under seal.

9. Attached hereto as **Exhibit H** is a true and correct copy of an insurance policy for SCM, produced by Defendants at Bates numbers DEFENDANTS_000089-196. Due to Defendants' designation of these documents as CONFIDENTIAL, this exhibit is being filed under seal.

10. Attached hereto as **Exhibit I** are true and correct copies of wire confirmations for payments sent to Plaintiff by or on behalf of DPW and/or SCM on or around March 9, March 13, March 29, April 17, May 18, May 29, June 13, July 18, July 19, July 20, July 23, July 26, July 30, July 31, August 2, August 7, and August 17, 2018, produced by Plaintiff at Bates numbers BMS000554-571 and incorporated by reference into the FAC.

11. Attached hereto as **Exhibit J** are true and correct copies of emails sent by Magot to Plaintiff on March 23, March 28, and August 16, 2018, produced by Defendants at Bates numbers DEFENDANTS_001949-50, 1976-77, 2883-85, 3651.

12. Attached hereto as **Exhibit K** are true and correct copies of emails sent by Magot to Plaintiff on March 6, March 21, and March 22, 2018, produced by Defendants at Bates numbers DEFENDANTS_001501-14, 1806, 1813-14.

13. Attached hereto as **Exhibit L** are true and correct copies of emails sent by Magot to Plaintiff on August 14, August 16, September 12, October 7, and October 23, 2018, produced by Defendants at Bates numbers DEFENDANTS_003640-47, 3652, 3795, 3746, 3752-53, 3805-06, 4227-36.

14. Attached hereto as **Exhibit M** are true and correct copies of emails sent by Magot to Ault on June 1, July 23, August 22, and October 22, 2018, produced by Defendants at Bates

numbers DEFENDANTS_002790-92, 3313-20, 3662, 4161-72. Due to Defendants' designation of these documents as CONFIDENTIAL, this exhibit is being filed under seal.

15. Attached hereto as **Exhibit N** is a true and correct copy of an email sent by Magot to Plaintiff on April 3, 2018, produced by Defendants at Bates numbers DEFENDANTS_001999-2001, as well as a true and correct copy of a *Yahoo! Finance* article linked to in the foregoing email, entitled "Bitcoin Mining Stocks That are Trending Right Now" and dated March 23, 2018.

16. Attached hereto as **Exhibit O** is a true and correct copy of an email sent by Magot to Plaintiff on September 14, 2018, produced by Defendants at Bates numbers DEFENDANTS_003767-68.

17. Attached hereto as **Exhibit P** is a true and correct copy of an email sent by Magot to Plaintiff on October 11, 2018, produced by Defendants at Bates numbers DEFENDANTS_003879-80. Due to Defendants' designation of this document as CONFIDENTIAL, this exhibit is being filed under seal.

18. Attached hereto as **Exhibit Q** is a true and correct copy of an email sent by Magot to Plaintiff on October 17, 2018, produced by Defendants at Bates numbers DEFENDANTS_004045-51. Due to Defendants' designation of this document as CONFIDENTIAL, this exhibit is being filed under seal.

19. Attached hereto as **Exhibit R** is a true and correct copy of an email sent by Ault to Plaintiff on August 13, 2018, produced by Defendants at Bates numbers DEFENDANTS_003570-77.

20. Attached hereto as **Exhibit S** are true and correct copies of emails sent by Ault to Plaintiff on August 9, August 13, September 7, October 8, October 10, October 24, 2018,

produced by Defendants at Bates numbers DEFENDANTS_003732-33, 3835-38, 3843-44, 3505-08, 3528-32, 3562-69, 3851-54, 3855-58, 4294.

21. Attached hereto as **Exhibit T** is a true and correct copy of an email sent by Magot to Plaintiff on May 16, 2018, produced by Defendants at Bates numbers DEFENDANTS_002665-67.

22. Attached hereto as **Exhibit U** are true and correct copies of emails sent to Plaintiff by Magot and Ault on July 12 and July 18, 2018, respectively, produced by Defendants at Bates numbers DEFENDANTS_003173, 3247-51.

23. Attached hereto as **Exhibit V** are true and correct copies of emails sent by Magot to Ault and others on March 22, April 19, April 24, May 2, May 4, May 8, May 9, May 14, May 15, May 17, May 18, June 14, June 18, June 21, June 22, July 2, July 3, July 5, July 11, July 24, July 26, October 7, October 12, and October 17, 2018, produced by Defendants at Bates numbers DEFENDANTS_001905, 2191, 2338, 2396, 2431, 2487, 2497, 2514-15, 2614, 2643, 2676, 2682-83, 2696-97, 2915, 2935-36, 2956, 2976-77, 3007, 3033, 3059, 3085-86, 3133-34, 3339-40, 3395-96, 3430-31, 3813, 3906, 4026. For ease of review, only the emails themselves (and not any attachments thereto) are included. Due to Defendants' designation of these documents as CONFIDENTIAL, this exhibit is being filed under seal.

24. Attached hereto as **Exhibit W** are true and correct copies of emails sent by Magot to Plaintiff on April 20, April 24, April 30, June 1, June 14, September 14, and October 11, 2018, produced by Defendants at Bates numbers DEFENDANTS_002258, 2349, 2377-79, 2795, 2905-09, 3767.

25. Attached hereto as **Exhibit X** are true and correct copies of emails sent by Magot to Plaintiff on or around May 22, June 11, and July 9, 2018, produced by Defendants at Bates numbers DEFENDANTS_002708-11, 2883-85, 3125.

26. Attached hereto as **Exhibit Y** is a true and correct copy of an email sent by Magot to Plaintiff on May 9, 2018, produced by Defendants at Bates numbers DEFENDANTS_002563-71.

27. Attached hereto as **Exhibit Z** are true and correct copies of email correspondence between Plaintiff, on one hand, and Ault and Magot, on the other hand, on July 8 and July 11, 2018, , produced by Defendants at Bates numbers DEFENDANTS_003123-24, 3131-32.

I DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT. EXECUTED ON JULY 7, 2021 AT KENT, CONNECTICUT.



DASHA CHESTUKHIN